

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF MINNESOTA**

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In re:

Case No. 04-31406-DDO  
Chapter 7

Tom Thumb Food Markets, Inc.,

Debtor.

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**NOTICE OF HEARING AND APPLICATION FOR INTERIM ALLOWANCE OF  
COMPENSATION BY ATTORNEY FOR CHAPTER 7 TRUSTEE**

1. Rider Bennett, LLP, ("Applicant"), by and through the undersigned hereby moves the Court for entry of an Order approving its Application for Interim Allowance of Compensation ("Application").

2. The Court will hold a hearing on this motion on **September 22, 2004 at 10:00 a.m.**, before The Honorable Dennis D. O'Brien, Judge of the U.S. Bankruptcy Court, in Courtroom Number 228A, U.S. Courthouse, 316 North Robert Street, St. Paul, Minnesota.

3. Any objection to the relief requested herein must be filed and delivered not later than September 15, 2004, which is seven (7) days before the time set for the hearing, or filed and served by mail not later than September 10, 2004, which is ten (10) days before the time set for the hearing. **UNLESS A WRITTEN RESPONSE IS TIMELY SERVED AND FILED, THE COURT MAY ENTER AN ORDER GRANTING THE REQUESTED RELIEF WITHOUT A HEARING**

## **JURISDICTION**

4. The above captioned case was commenced by the filing of a petition for relief under Chapter 7 on March 9, 2004. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 5005 and Local Rule 1070-1. This Application arises under 11 U.S.C. §§ 327, 330 and 331. This proceeding is a core proceeding and is filed pursuant to Local Rules 2016-1 and 9013-4.

## **APPLICANT'S APPOINTMENT AS COUNSEL FOR THE DEBTOR**

5. On March 16, 2004, the Court approved Applicant's employment as Attorney for the Trustee. A copy of the Order approving the Trustee's retention of Applicant is attached as Exhibit A.

6. In connection with its appointment as Attorney for Trustee, Applicant did not receive a retainer.

## **PRIOR ALLOWANCE OF FEES AND EXPENSES**

7. Applicant has not filed any prior applications for fees and expenses in this case. The Estate currently has funds on hand of approximately \$7.3 million, after the payment of the secured claims of Gulfstream Financial and Vermillion Bank. Of that amount, the Trustee has escrowed over \$2.0 million dollars for payment of contested liens, cure amounts, and other unpaid administrative expenses. The Trustee is, however, still working through the payment issues concerning those expenses.

## **UNPAID ADMINISTRATIVE EXPENSES**

8. To the best of Applicant's belief, there are other unpaid administrative expenses, including that of Insolvency Strategies, Inc. But, as set forth in the paragraph number 7, there are sufficient funds available to pay those expenses.

## DESCRIPTION OF SERVICES AS COUNSEL FOR THE TRUSTEE

9. In connection with the bankruptcy case, Applicant has performed actual and necessary services for the Trustee in the exercise and furtherance of the Trustee's duties under the Bankruptcy Code. Attached as Exhibit B are statements of fees incurred on behalf of the Trustee from March 13, 2004 through July 31, 2004. As required by Local Rule 2016-1, those statements contain an itemization of time separated by task or proceeding, (i) a description of the task or proceeding, (ii) a detailed list and description of each increment of time expended on the task or proceeding, and (iii) the name and capacity of the person who expended the time. **Applicant expended a total of 403.30 hours of combined attorney and paralegal time for services rendered on behalf of the Trustee between March 13, 2004 and July 31, 2004, and requests allowance of compensation in the amount of \$115,616.00.**

10. The following sets forth in narrative form the services Applicant performed in its capacity as attorney for the Trustee, the amount of time and results achieved.

### SALE FREE AND CLEAR

Applicant prepared motions to set bidding procedures, motions for sale free and clear, and motions for assumption and assignment/rejection of non-residential real property leases. In connection with the sale, the Applicant attended hearings; negotiated with the various purchasers of the real and personal property and lien claimants in connection with the various properties. The Applicant also prepared various legal documents in connection with property sales; negotiated various settlements and negotiated various proposed orders in connection with the sales. The Applicant also analyzed various mechanics liens as to their legal validity in connection with payment. The Applicant also resolved various closing issues with the properties in connection with cure amounts and 11 U.S.C. §506(b) claims. Through the efforts of the Applicant, the estate realized a value of approximately \$14 million.

<b><u>Attorney/Paralegal</u></b>	<b><u>Billing Rate</u></b>	<b><u>Hours Billed</u></b>	<b><u>Billed Value</u></b>
William P. Wassweiler	\$320.00	126.20	\$40,384.00
Nauni Jo Manty	\$320.00	70.80	\$22,656.00
Timothy Nolan	\$265.00	3.20	\$848.00
James Walston	\$285.00	8.10	\$2,308.50
Daniel J. McGarry	\$190.00	35.60	\$6,764.00
Joseph G. Sedarski	\$170.00	38.00	\$6,460.00
Kimberley J. Farries	\$110.00	.60	\$66.00
Carol J. Saunders	\$120.00	.10	\$10.00
Jamie L. Erickson	\$120.00	2.8	\$336.00

### **ADVERSARY PROCEEDINGS**

In connection with this case, the Trustee was sued by Erickson Oil Products, Inc. ("Erickson"). Erickson was seeking a temporary restraining order. Applicant assisted the Trustee in drafting and filing of the Answer and Counterclaim. The Counterclaim alleged a fraudulent transfer in connection with the transfer of Tom Thumb Stores prepetition. In connection with the adversary proceeding, the Applicant attended meetings, attended various motion hearings, and also negotiated a settlement. Through the settlement of the adversary proceeding, the estate received a benefit of \$100,000.00.

The Applicant has also commenced an adversary proceeding against various insiders and non-debtor related parties. The Applicant performed legal analysis and research with regard to issues involving fraudulent transfers, insider preferences, objection to claims, subordination of claims, etc. Applicant has filed an adversary proceeding in the case. This adversary proceeding is in the early states of litigation.

<b><u>Attorney/Paralegal</u></b>	<b><u>Billing Rate</u></b>	<b><u>Hours Billed</u></b>	<b><u>Billed Value</u></b>
William P. Wassweiler	\$320.00	99.6	\$31,872.00
Nauni Jo Manty	\$320.00	7.00	\$2,240.00
Michael T. Berger	\$105.00	5.30	\$556.50

Daniel J. McGarry	\$190.00	5.50	\$1,045.00
Shelly D. LaFleur	\$140.00	.5	\$70.00

11. Exhibit B also reflects a statement of actual costs and expenses incurred on behalf of the Trustee from March 13, 2004 through July 31, 2004. Actual costs and expenses incurred on behalf of the Trustee during that time totaled \$9,154.85. Outside charges were billed at actual costs. Internally Applicant charges 17 cents per page for copies, \$1.00 per page for faxes and \$0.375 per mile for mileage.

**WHEREFORE**, Applicant requests the Court enter an Order:

1. Allowing Applicant interim compensation in the amount of \$115,616.00 for fees and reimbursement of expenses in the amount of \$9,154.85.

2. Directing the Trustee to pay forthwith to Applicant the sum of \$124,770.85, which represent an interim award of fees and expenses.

RIDER BENNETT, LLP

By /e/Nauni Jo Manty  
Nauni Jo Manty (230352)  
Attorneys for Trustee  
333 South Seventh Street  
Suite 2000  
Minneapolis, MN 55402  
(612) 340-7900

Dated: August 20, 2004

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

In Chapter 7 Proceedings  
Case No. 04-31406-DDO

Tom Thumb Food Markets, Inc.,

Debtor.

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**ORDER**

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On March 16, 2004, the Application to Employ Rider Bennett, LLP as counsel of the estate came before the undersigned. Based on the Application, the Recommendation of the United States Trustee, and pursuant to the provisions of Title 11 United States Code, §327,

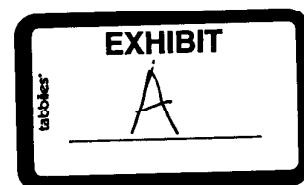
IT IS HEREBY ORDERED the professional employment applied for is hereby approved, effective March 9, 2004, subject to the limitations on compensation provided by Title 11, United States Code, §328.

Dated : March 16, 2004.

/s/ Dennis D. O'Brien

The Honorable Dennis D. O'Brien  
United States Bankruptcy Court Judge

NOTICE OF ELECTRONIC ENTRY AND FILING ORDER OR JUDGMENT Filed and Docket Entry made on 03/17/04 Lori A. Vosejka, Acting Clerk, By SKM
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Attorneys at Law  
A Limited Liability Partnership

333 South Seventh Street  
Suite 2000  
Minneapolis MN 55402

Telephone 612 - 340 - 8900  
Web site: [www.riderlaw.com](http://www.riderlaw.com)  
Fed I.D. #41-0838582

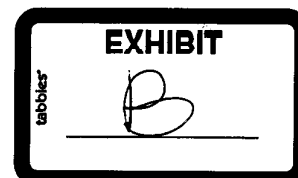
Nauni Jo Manty, Attorney for Trustee  
333 South 7th St.  
Minneapolis, MN 55402

Invoice Number \*\*\*\*\*  
Invoice Date August 19, 2004  
Billing Attorney 0567

Re: 18979.000113 Tom Thumb Food Markets, Inc.

For Professional Services Rendered through July 31, 2004

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/13/04	NJM	Begin drafting motion to approve bidding procedures; sale free and clear and assumption of leases and executing contracts; memorandum of law; bidding procedures and Bid Contract	5.50	1760.00
03/15/04	NJM	Finalize motion to approve bid procedures; serve and file same	2.10	672.00
03/19/04	DJM	Legal research regarding rejection of "options to purchase" contracts; review documentation from Trustee	1.60	304.00
03/19/04	NJM	Review e-mail from H. Kuller regarding legal issues with option to purchase (.7); briefly research options as executory contracts (.4); respond to e-mail regarding same (.4); telephone call with Chris Camardello regarding same (.2)	1.70	544.00
03/19/04	NJM	Telephone call with S. Meyer regarding response to bidding procedures motion	.20	64.00
03/22/04	DJM	Legal research regarding rejection of option agreement	.80	152.00
03/22/04	NJM	Review objections by TCF; various lessors and VSB Financial (2.0); prepare for hearing on bidding procedures (2.1); attend hearing on bidding procedures (.9)	5.00	1600.00
03/24/04	NJM	Meeting with S. Meyer regarding security agreements of VSB	1.00	320.00
03/25/04	DJM	Legal research regarding rejection of option agreements (1.6); review complaint against Trustee and begin drafting answer (0.6)	2.20	418.00
03/26/04	WPW	Review and analyze complaint filed by Erickson; review and analyze motion for tro; legal analysis of tro and property of the estate; begin preparation of response in opposition to tro	6.00	1920.00
03/26/04	DJM	Legal research regarding rejection of option (1.2); draft and revise motion to reject (2.1)	3.30	627.00
03/26/04	NJM	Telephone call with Roger Anderson, attorney for Applied Engineering regarding filing of mechanics lien and violation of automatic stay (.2); review 3622 (a) (4) (.3)	.50	160.00



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Manty, Nauni Jo, Attorney for Trustee  
Tom Thumb Food Markets, Inc.

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/26/04	NJM	Meeting with S. Meyer regarding security agreement of VSB	1.00	320.00
03/26/04	NJM	Receive and review complaint (.5); prepare answer and counterclaim (2.9); serve same (.3)	3.70	1184.00
03/27/04	DJM	Further revisions to motion to reject; forward to library personnel for cite check	.40	76.00
03/28/04	NJM	Prepare proposed order regarding approval of bidding procedure and submit to court	.30	96.00
03/29/04	KJF	Library and Westlaw research regarding key cite and cite check of memorandum of law for D. McGarry	.60	66.00
03/29/04	WPW	Review and analyze Erickson's motion for temporary restraining order (2.9); prepare response in opposition to tro; prepare affidavit of Ms. Manty (4.2); review and analyze factual support of opposition brief (.6); serve and file response (.3)	8.00	2560.00
03/29/04	DJM	Work on memo it opposition to Erickson Oil Companies motion for temporary restraining order (0.8); additional legal research for attorney Wassweiler (0.4); prepare for e-filing and service (1.1)	2.30	437.00
03/29/04	NJM	Review response to motion for TRO and revise same (.9); revise affidavit (.6); receive and review proposal from H. Kuller (.3)	1.80	576.00
03/30/04	WPW	Prepare for and attend hearing on TRO; review and revise motion to reject purchase options	5.00	1600.00
03/30/04	DJM	Revise, file and serve motion to reject (0.4); review mechanic's lien and reclamation claims (1.2); review case law involving mechanic's lien and reclamation claims (.6)	2.20	418.00
03/30/04	NJM	Telephone call from and to Sam Delay regarding issues with closing and website disclosure	.30	96.00
03/31/04	DJM	Review case law involving Trustee's strong arm powers to avoid unrecorded lease interest (0.6); prepare notice of continued hearing on motion to reject options (0.4); draft order denying TRO (0.2)	1.20	228.00
03/31/04	NJM	Telephone call with Dave Orenstein regarding objection to rejection and Holiday Station sale; telephone call with D. Ryan regarding same; review code regarding rejection issues.	1.90	608.00
04/01/04	DJM	Review and begin preparing response to objection to sale by Jonwall (1.4)	1.40	266.00
04/01/04	DJM	Further review of caselaw involving Trustee's strong-arm powers to avoid unrecorded leasehold interest (0.6)	.60	114.00
04/01/04	NJM	Receive and review objection regarding rejection of lease tenancies by Jon Wall; telephone call with Dennis Ryan regarding split of Eden Prairie store proceeds	1.50	480.00
04/01/04	NJM	Telephone call from and to H. Kuller regarding meeting on Erickson Oil information	.20	64.00



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Manty, Nauni Jo, Attorney for Trustee  
Tom Thumb Food Markets, Inc.

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/04/04	DJM	Perform legal research regarding rejection of unrecorded leasehold interest by trustee in bankruptcy (0.6); begin drafting memorandum in support of motion to rejection Store No. 583. (0.2)	.80	152.00
04/05/04	WPW	Review and analyze income statements for the Lakeland and North Hudson stores; prepare for meeting with Erickson Oil (1.0); conference with counsel and other representatives of Erickson Oil. regarding settlement of adversary proceeding (.6); review and analyze Jonwall's response to Trustee's notice of lease rejection (1.4); reveiw and analyze Trustee's reply brief (1.0)	4.00	1280.00
04/05/04	CJS	Library research regarding keycite of memorandum for D. McGarry.	.10	10.00
04/05/04	DJM	Legal research regarding rejection of leasehold interest in bankruptcy, necessity of recording leasehold interest in Minnesota, strong-arm powers of trustee (1.2); draft and revise motion to reject Store No.: 583 (1.6)	2.80	532.00
04/05/04	NJM	Revise responsive memorandum regarding lease 583 rejection	.90	288.00
04/06/04	DJM	Contact reclamation claim holders regarding dates of shipment	.30	57.00
04/07/04	WPW	Prepare for and attend hearing on Trustee's motion to reject lease for store number 583 (2.9); conferences with counsel for landlord, Holiday Stores and Jonwall regarding rejection of the lease and other issues presented; conference with the Trustee regarding hearing on motion to reject (.3); conferences with counsel for Erickson Oil regarding possible settlement of fraudulent transfer action (.7); review and analyze valuation of store nos. 187, 203, 221 and 228 (1.2); research regarding valuation of convenience stores (2.2); correspondence to counsel for Erickson Oil regarding disclaimer language (.7)	8.00	2560.00
04/08/04	WPW	Conference with counsel for Jonwall regarding status of sublease; correspondence to counsel for Erickson Oil regarding settlement and disclaimer	.00	.00
04/09/04	WPW	Conferences with counsel for Erickson Oil regarding settlement and disclaimer language	.50	160.00
04/09/04	DJM	Forward reclamation claims along with cover letter to Mark Kalla (0.2)	.20	38.00
04/14/04	WPW	Conference with SSG Corporation regarding details of proposed offer to purchase North Hudson store (.7); review and analyze correspondence from counsel for Erickson Oil regarding various issues including threat to arrest anyone inspecting the North Hudson and Lakeland stores (.7); conference with counsel for various bidders regarding bidding procedures and other issues presented (3.3); conference with counsel for landlord of store no. 583 regarding status of sublease and other issues presented (.3)	5.00	1600.00
04/17/04	DJM	Legal research regarding ability of trustee in bankruptcy to cure non monetary default of debtor prior to assumption and assignment. (0.6)	.60	114.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/17/04	NJM	Prepare order regarding rejection of leases	1.00	320.00
04/19/04	SDL	Research Minnesota Secretary of State records regarding officers for Polka Dot Dairy, Inc., Jonwall, Inc., Buy-Rite Fuels, LLC, Pettit of Brainerd, Inc. and Pettit of Maple Grove, Inc.	.50	70.00
04/19/04	WPW	Legal analysis regarding claim of deepening insolvency; review and analyze closing documents relating to the Vermillion loans (5.3); search secretary of state regarding Pettit related entities (.5); review and analyze notes from 341 meeting of creditors; begin preparation of adversary proceeding (2.2)	8.00	2560.00
04/19/04	DJM	Draft, revise, e-file and serve response to objection by Central Lakes for sale free and clear	1.40	266.00
04/20/04	WPW	Review and analyze Wallace Pettit's objection to the Trustee's sale free and clear of liens (.7); preparation of adversary proceeding against Wallace and Marlene Pettit, Pat Pettit and related entities (4.9); conference with counsel for Jonwall regarding objection to sale free and clear of liens and other issues presented (.4); preparation of reply in support of motion to sell free and clear of liens and for the assumption and assignment of leases (2.4)	8.00	2560.00
04/20/04	DJM	Research case law relating to federal marshalling doctrine and doctrine of non-usable default	7.20	1368.00
04/21/04	WPW	Review and analyze objection to sale free and clear of liens and prepare for hearing (2.8); review and analyze objections to motion to assume and assign leases and prepare for hearing (2.8); prepare for auction of debtor's assets (2.4)	8.00	2560.00
04/21/04	DJM	Legal research regarding cure of ipso facto clause	.40	76.00
04/21/04	NJM	Receive and review language for proposed order from Holiday and VSB; revise same	1.30	416.00
04/21/04	NJM	Telephone calls with Larry Ricke regarding issues with IRET leasehold interests and various e-mails to him regarding same in an effort to resolve his objection(1.4); telephone calls with Phil Kunkel regarding issues with post-petition un curable defaults under lease as well as other issues in connection with assumption; and e-mails to him regarding same (1.7); telephone calls with S. Meyer regarding resolving objection by USB and various e-mails regarding same (1.9); telephone calls with Dennis Ryan regarding Holiday offers in light of various objections (.9); telephone calls with M. Kalla regarding objections regarding marshalling arguments (.5); review and revise reply (1.0)	7.50	2400.00
04/21/04	NJM	Negotiate with S. Meyer regarding language in proposed sale order; review language and incorporate same (1.0); review and respond to issues with the reply of Trustee (1.2)	2.20	704.00
04/21/04	NJM	Various telephone calls with Phil Kunkel and Dennis Ryan regarding non-monetary default under lease and cure; discussions regarding settlement; respond to various e-mails regarding same.	1.20	384.00

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Manty, Nauni Jo, Attorney for Trustee  
Tom Thumb Food Markets, Inc.

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/22/04	WPW	Prepare for and attend auction of Debtor's property and attend hearing on motion to sell Debtor's assets free and clear and assume and assign leases	7.00	2240.00
04/22/04	DJM	Further revisions to Trustee's Omnibus reply on motion to sell free and clear (2.6); file and serve (.6)	3.20	608.00
04/22/04	NJM	Various telephone calls with S. Meyer and M. Kalla regarding proposed order and language regarding settlement (1.0); telephone calls with M. Stewart regarding problems with assumption and assignment of lease (.2)	1.20	384.00
04/23/04	WPW	Begin review and analysis of Gulfstream loan documents; analysis of additional claims against Pettit related entities (4.0); legal analysis of substantive consolidation; conferences with successful bidders regarding closings (4.0)	8.00	2560.00
04/26/04	WPW	Review and analyze loan documents for 22 separate loans by Holly Yellin Management, Inc.	6.00	1920.00
04/26/04	NJM	Begin drafting proposed orders regarding sale free and clear and assumption and assignment of leases (1.6); telephone call with M. Kalla regarding proposed language (.2)	1.80	576.00
04/27/04	WPW	Correspondence to Holly Yellin's counsel regarding deficiencies in the loan documents (.6); conferences with counsel for Harris Enterprises regarding closing (.3); correspondence to counsel for bidder on store 171 regarding the re-opening of the bidding process on on-line stores (.5); conference calls with counsel for Harris regarding closing (.3); conferences with counsel for Schmit regarding closing (.3); conferences with counsel for Erickson regarding the bids on store 239 (.3); conference with counsel for Holiday regarding bid on store 239 (.3)	2.60	832.00
04/28/04	WPW	Legal analysis of right to assign Gulfstream note and security to the Trustee (2.6); revise adversary proceeding (2.6); legal analysis of substantive consolidation of debtor with Polka Dot (2.8)	8.00	2560.00
04/28/04	DJM	Legal research regarding approval of bid procedures; Trustees discretion regarding approval of bid procedures (1.2); begin drafting response to objection to sale. (.6)	1.80	342.00
04/28/04	NJM	Continue drafting order (1.0); various telephone calls from various parties regarding proposed changes to telephone calls to them regarding changes (1.3); telephone calls with Erickson Oil attorneys regarding same (.4)	2.70	864.00
04/28/04	NJM	Receive and review assumption and assignment agreement regarding Schmidt C. Stores and e-mail from B. Boysen	1.00	320.00
04/29/04	WPW	Conferences with counsel for bidders regarding timing of closing and other issues presented (3.3); conferences with landlords regarding assumption and assignment of leases (2.7); revise adversary proceeding against Wallace Pettit (1.0)	7.00	2240.00

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Manty, Nauni Jo, Attorney for Truste  
Tom Thumb Food Markets, Inc.

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August 19, 2004

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/29/04	JRW	Conferences regarding structure of loan payoff and related issues (.2); attention to due diligence matters on Polka Dot sites (.8)	1.00	285.00
04/29/04	DJM	Legal research regarding perfection of assignment of secured financing statement; effect of payment of entire note by co-maker on note	.80	152.00
04/29/04	NJM	Review closing documents for Tom Thumb and Holiday closing; review assignments for closing (1.0); revise proposed orders (1.0); various telephone calls on revisions to order (1.0)	3.00	960.00
04/29/04	NJM	Various calls and e-mails to and from G. Powell regarding issues on closing and landlord approval	1.00	320.00
04/30/04	WPW	Office work regarding closing with Holiday and Harris Enterprises (.9); conferences with Mr. Basore regarding the assumption and assignment of leases (.8); begin preparation for evidentiary hearing on assumption and assignment of leases (2.3); legal analysis of claims against Pettit related entities (1.9); conferences with bidders regarding timing of closings and other issues presented (2.1)	8.00	2560.00
04/30/04	JRW	Review loan documents for Polka Dots stores 128,226 and 193	2.20	627.00
04/30/04	JRW	Attention to closing details for Cambridge location	.40	114.00
04/30/04	JLE	Telephone call to Isanti County regarding delinquent tax amount regarding 33325 Vermillion Street, N.E., Cambridge, MN; e-mail correspondence to attorney Walston regarding same; telephone calls with the Isanti County assessor and auditor regarding assessments and 2004 tax values; e-mail correspondence to attorney Walston regarding same	.50	60.00
05/03/04	WPW	Conferences with counsel for Harris Enterprises regarding closing and other issues presented; conferences with counsel for several landlords regarding the assumption and assignment of leases (2.9); conferences with Mr. Punjwani regarding bid on store 218 (.9); conference with counsel for Wallace Pettit and Polka Dot regarding Trustee's claims and adversary proceeding (.7); review and analyze guaranty and claims against the Pettits; conference with counsel for bidder on store 171 regarding the bidding process (.8); conference with counsel for Erickson Oil regarding closing (.4); review and begin revising spreadsheet of high bids (1.6); conference with Mr. Basore regarding status of leases (.4)	8.00	2560.00
05/03/04	JRW	Review title insurance policies for stores 226, 128 and 193 (1.8); conference with Bill Wassweiler (.2)	2.00	570.00
05/04/04	TJN	Review various mechanic's liens to determine whether interests have been properly perfected	1.80	477.00
05/04/04	WPW	Conference calls with counsel for various landlords regarding the assumption and assignment of leases and related hearing on May 6th (1); office work regarding resolution of objections to assumption and assignment of leases (.5); review and analyze internet stores subject to leasehold interests (.5)	2.00	640.00

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Manty, Nauni Jo, Attorney for Trustee  
Tom Thumb Food Markets, Inc.

Invoice Number \*\*\*\*\*  
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August 19, 2004

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/04/04	JRW	Continue review of title insurance policies for subject stores	.50	142.50
05/04/04	NJM	Deal with issues with assumption and adequate performance issues with Mr. Ricke and Mr. Powell (1.6); review assumption and assignments and comment with proposed changes (1.3)	2.90	928.00
05/04/04	NJM	Deal with various cure issues with leases, including requests for back up time sheets, etc.; various e-mails from E. Cohen regarding bidders requests for closing	1.00	320.00
05/04/04	NJM	Review and revise various assignment agreements with Erickson Oil (1.5); e-mail to Erickson Oil's attorney regarding same (.2); revise proposed Trustee's deed with Erickson Oil (.3)	2.00	640.00
05/05/04	WPW	Conference with counsel for Erickson Oil regarding settlement of fraudulent transfer action (.3); review and analyze Erickson Oil's latest settlement offer (.5); conference with landlords regarding hearing on assumption and assignment of leases (.5)	1.30	416.00
05/05/04	NJM	Respond to a review closing papers, deeds, bills of sale in connection with IRET properties and stores 222, 273 and 247	1.50	480.00
05/05/04	NJM	Various telephone calls with Mr. Ricke and e-mails attempting to resolve issues process (2.5); prepare and forward new proposed order regarding assumption (1.0)	3.50	1120.00
05/05/04	NJM	Respond to e-mails; attorney for stores 209, 243 and 293 regarding issues with closings	1.00	320.00
05/06/04	WPW	Review and analyze objections to motion to assume and assign leases (1); prepare for and attend hearing on motion to assume and assign leases (2); conference with attorney Gatner regarding sale of store and potential default on underlying lease (.5); conference with attorney Ricke regarding assumption of certain leases (.3)	3.80	1216.00
05/06/04	NJM	Various telephone calls with L. Ricke regarding issues with adequate assurance of future performance (.8); e-mail with Geriant Powell regarding proposed language in order (.2); revise proposed order and submit to court (.6); various e-mails to B. Leonard regarding languages in proposed order (.3); revise proposed order (.5); e-mail same to court (.3)	2.70	864.00
05/12/04	WPW	Correspondence to counsel for Erickson Oil regarding global settlement (.3)	.30	96.00
05/12/04	JGS	Review summary table (to date) of mechanic's liens filed against Tom Thumb and determine all mechanic's liens to date have been entered	.20	34.00
05/12/04	NJM	E-mails from and to Phil Kunkel regarding reasonableness of attorney time entries in order to resolve cure amount issues	1.00	320.00
05/13/04	JGS	Review mechanic's liens received to date against client Tom Thumb to verify statutory requirements have been met and to determine whether there are any defenses to any of the mechanic's liens served on Tom Thumb to date	3.00	510.00

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Manty, Nauni Jo, Attorney for Truste  
Tom Thumb Food Markets, Inc.

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/13/04	NJM	E-mails regarding cure amounts and attorney's fees with R.W. Rice; review breakdowns (.8); telephone calls to Jo Jensen Carter regarding penalties and taxes (.2)	1.00	320.00
05/14/04	WPW	Review and analyze correspondence from Erickson Oil regarding terms of settlement (.3); review and analyze correspondence from landlord for store 241 regarding breakdown of cure amounts (.3); begin review of financial documents in support of adversary proceeding against Pettit's and related entities (2)	2.60	832.00
05/14/04	JGS	Review additional mechanic's liens served on client Tom Thumb to verify validity and determine if there are any defenses to claims	.50	85.00
05/17/04	WPW	Conferences with landlords for stores nos. 293, 241 and 209, regarding timing of closing and other issues presented (1); conference unsecured creditor's counsel regarding claims against Polka Dot Dairy and Buy-Rite (.5)	1.50	480.00
05/17/04	JGS	Review additional mechanic's liens filed against Tom Thumb in this matter for validity	.50	85.00
05/18/04	WPW	Conference with counsel for SSG regarding terms of settlement with Erickson Oil (.3);	.30	96.00
05/18/04	JGS	Review additional mechanic's liens filed against Tom Thumb for validity (.6); telephone conference with Lyle I., former Tom Thumb employee/officer, concerning confirmation of work indicated in mechanic's liens (.5); research Wisconsin lien law to determine if Wisconsin liens have been processed in proper manner and are otherwise valid (1.0); prepare summary table of findings used to determine validity of mechanic's liens (.6)	2.70	459.00
05/19/04	JRW	Review proposed assignment documents	1.50	427.50
05/19/04	JGS	Review mechanic's liens in Minnesota for validity (.7); review Wisconsin mechanic's liens for validity; prepare summary table indicating which mechanic's liens are valid and which are not (1.3)	2.00	340.00
05/19/04	JLE	Analysis of assignment documents for Tom Thumb properties (1.6); prepare e-mail correspondence to attorney Walston regarding legal description errors regarding same (.7)	2.30	276.00
05/20/04	WPW	Review and analyze assignment documents prepared by Gulfstream (2); review and analyze motion filed by counsel for store 282 and prepare correspondence regarding rejection of lease and purchase agreement relating to store 282 (2); legal analysis of 365(i) and rejection of purchase agreement (1); conference with former CFO regarding various accounting issues (.3)	5.30	1696.00
05/20/04	JRW	Review of Assignment of Note and Mortgage documents- Polka Dot locations	.50	142.50
05/20/04	JGS	Review additional mechanic's lien filed against Tom Thumb; updated summary of findings table	.70	119.00

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Manty, Nauni Jo, Attorney for Trustee  
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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/20/04	NJM	Receive, review and executed revised assumption and assignment agreement which resolves motion for cure	.70	224.00
05/21/04	WPW	Conference with attorney for store 282 regarding closing and related environmental issues (.5); legal analysis of sec 365(i) and Trustee's right to terminate contract with current occupant of store 282 (2); begin preparation of response to motion to assume store 282 lease (.5); begin review of Gulfstream documents and prepare suggested changes (1.5)	4.50	1440.00
05/24/04	JGS	Draft memorandum with findings of mechanic's lien review to determine if they are validly asserted against client Tom Thumb	3.80	646.00
05/25/04	WPW	Meeting with former CFO of Tom Thumb regarding accounting records, transfer of funds to Pettit related entities and other related issues (5); legal analysis of preference claim against Buy Rite in light of transfer of life insurance policy (2); review and analyze bankruptcy schedules regarding claim of Applied Engineering and potential remediation claim regarding store 282 (.5); conference with counsel for bidder on store 282 regarding pending motion to assume or reject lease (.3)	7.80	2496.00
05/25/04	JGS	Meeting with Todd Huffman, former Tom Thumb CFO, to review various mechanic's liens and assess validity of the mechanic's liens; review Tom Thumb files to identify documents that verify work listed in mechanic's liens is valid	1.80	306.00
05/26/04	JGS	Review Wisconsin lien statute concerning various mechanic's liens filed against client Tom Thumb (.7); assess filed mechanic's liens to confirm they are valid and properly prepared and served (.7); updated memorandum and summary table (.2)	1.60	272.00
05/27/04	WPW	Correspondence to Gulfstream's counsel regarding changes to assignment documents (.5); conference with Applied Engineering regarding remediation cost (.4); review and analyze Applied Engineering proof of claim (.5); review and analyze stipulation prepared by Erickson Oil's counsel (.5)	1.90	608.00
06/01/04	WPW	Correspondence to counsel for Polka Dot and Buy-Rite regarding the escrow of the proceeds, if any, from Wallace Pettit's life insurance policy (.5); review and analyze correspondence from Polka Dot regarding life insurance policy (.3); prepare adversary proceeding against Polka Dot and Wallace Pettit (1); conference with counsel for Erickson Oil regarding scheduling conference (.3); correspondence to Judge O'Brien's law clerk regarding the scheduling conference in Erickson Oil (.3); conference with counsel for store 282 regarding set off of purchase price for estimated cost of remediation (.4)	2.80	896.00
06/01/04	DJM	Telephone call from attorney Wassweiler regarding research assignments; continue research assignment regarding indemnification claim against co-maker on note	1.60	304.00

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Manty, Nauni Jo, Attorney for Trustee  
Tom Thumb Food Markets, Inc.

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/02/04	DJM	Legal research regarding co-maker's ability to recover from other co-makers on a note	2.30	437.00
06/03/04	WPW	Review and analyze motion to sell option properties free and clear of liens (1); correspondence to Erickson Oil regarding date for hearing on motion to sell option properties (.3); conference with unsecured creditor's counsel regarding possible consolidation of debtor with Polka Dot Dairy (.5); review and analyze loan documents provided by counsel for Gulfstream (1)	2.80	896.00
06/03/04	JGS	Review priority of mechanic's liens over other interests in the subject properties; review dates of filing and service of mechanic's liens on Tom Thumb and update table (1.3); review two new additional mechanic's liens for validity (.7)	2.00	340.00
06/03/04	NJM	Telephone call with S. Meyer regarding money being held by VSB on Pettit debt	.30	96.00
06/04/04	TJN	Review and analyze recent mechanic's lien filings	.80	212.00
06/04/04	WPW	Legal analysis of substantive consolidation (1); legal analysis of fraudulent transfer of life insurance policy (1); conference with counsel for store 282 regarding \$550,000 offer and other issues presented (.5)	2.50	800.00
06/04/04	JGS	Research issue concerning payment of secured creditors after sale of business and property assets and resultant and outstanding mechanic's liens (3.3); review two more mechanic's liens from Rouse Mechanical, Inc. for validity and to confirm amount of claim (.4); update memorandum and summary table of findings of review (.7); research timing of receipt of mechanic's liens and validity of claim (.6)	5.00	850.00
06/06/04	WPW	Review and analyze motion to declare purchase agreement and lease rejected (.4); begin preparation of trustee's response to motion (1)	1.40	448.00
06/07/04	WPW	Finalize and serve trustee's response to motion to reject purchase agreement (2.5)	2.50	800.00
06/07/04	JGS	Telephone conference with Todd Huffman concerning data he submitted for our review of payables and mechanic's liens against Tom Thumb (.6); review Todd Huffman payables accounting information to determine outstanding payments to be made by Tom Thumb to mechanic's lien claimants; updated summary table and memorandum of findings (3.0)	3.60	612.00
06/07/04	NJM	Review Motion for Sale Free and Clear; revise same and send comments to Erickson Oil's attorney	1.50	480.00
06/08/04	WPW	Review and analyze revised motion for sale free and clear of liens relating to option properties	.50	160.00



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Manty, Nauni Jo, Attorney for Trustee  
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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/08/04	JGS	Review two additional mechanic's liens filed against Tom Thumb (.5); review for validity information concerning payables data to confirm amount of all mechanic's liens filed against Tom Thumb (2.5)	3.00	510.00
06/09/04	WPW	Conference with counsel for Buy-Rite regarding Wallace Pettit life insurance policy and preference action (.3); conference with counsel for bidder on store 282 regarding purchase of store and other issues presented (.3); conference with counsel for store 282 regarding purchase of store 282 and related issues (.5);	1.10	352.00
06/09/04	JGS	Review status of mechanic's lien validity with Nauni Manty; review payables information to confirm amount claimed in mechanic's liens	.70	119.00
06/09/04	NJM	Telephone call with C. Carmardello regarding changes on Motion for Sale Free and Clear (.2); revise Motion for Sale Free and Clear of Erickson Oil options to comport with settlement (1.5); prepare general notice of motion (.9)	2.60	832.00
06/10/04	WPW	Conference with trustee regarding latest proposal for purchase of store 282 by current occupants (.5); conference with trustee regarding preference action against Buy-Rite and Buy-Rites agreement to escrow any proceeds from Wallace Pettit's life insurance policy pending resolution of the parties' dispute	.50	160.00
06/10/04	WPW	Conference with trustee regarding latest proposal for purchase of store 282 by current occupant and develop counteroffer (1); conference with trustee regarding preference action against Buy-Rite and Buy Rite agreement to escrow any proceeds from Wallace Pettit's life insurance policy pending resolution of the parties' dispute (.5); begin drafting preference action (1)	2.50	800.00
06/11/04	WPW	Conference with counsel for Pettit's regarding adversary proceeding and disposition of life insurance proceeds	.30	96.00
06/16/04	WPW	Review and analyze motion to compel assumption or rejection of purchase agreement and lease on store 282 and analyze purchase agreement (.5); prepare for and attend hearing (3); conference with counsel for store 282 regarding settlement (.4)	3.90	1248.00
06/16/04	NJM	Telephone call with S. Meyer regarding settlement of issue with monies paid to Wally Pettit pre-petition (.2); e-mails to and from Wally Pettit regarding the same (.3); prepare Stipulation of Dismissal with Prejudice and Proposed Order of Erickson Oil adversary proceedings (1.5)	2.00	640.00
06/17/04	NJM	Review Erickson Oil Purchase Agreement in connection with issue raised concerning environmental problems	1.00	320.00
06/23/04	TJN	Review and analyze mechanic's lien issues and discuss with Nauni Manty	.60	159.00
06/23/04	WPW	Review and analyze proposed amendment to sale of store 282 (1.1); review and revise amendment (.9)	2.00	640.00

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Manty, Nauni Jo, Attorney for Trustee  
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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/24/04	WPW	Review and analyze terms of sale of store 282 (1); begin review of Polka Dot proof of claim (.5); review and analyze Buy Rite proof of claim (.5); begin review of Tom Thumb financial statements and records (.5)	2.50	800.00
06/25/04	WPW	Begin review and analysis of Tom Thumb books and records in preparation for adversary proceeding against related parties	8.00	2560.00
06/28/04	WPW	Review and revise amendment to purchase agreement relating to store 282 (1); correspondence to counsel for store 282 regarding further changes to the purchase agreement (1); conference with counsel for Vermillion Bank regarding release of funds and other issues presented (.2); conference with counsel for Erickson Oil regarding closing on option stores (.3)	2.50	800.00
06/30/04	WPW	Conferences with counsel for store 282 regarding closing (.5); review and revise bill of sale and trustee's deed (.5); review and analyze court order for sale free and clear and conference with counsel for store 282 regarding court order (.5); conference with counsel for Vermilion Bank regarding release of funds (.3); review and analyze proof of claim of Applied Engineering including mechanic's lien and all related correspondence from Applied's counsel (2.2)	4.00	1280.00
06/30/04	NJM	Revise order in Erickson sale; e-mail to Jessica Durben.	.10	32.00
07/01/04	WPW	Conferences with counsel for store 282 regarding torens property and recording court order and other issues presented (.5); conference with counsel for Pettit's regarding adversary proceeding against Pettit related entities (.3); conference with counsel for Vermilion Bank regarding release of funds and possible claims against Pettit's (.3)	1.10	352.00
07/01/04	JGS	Review with Bill W. status of Allied Engineering mechanic's lien on Tom Thumb Store located at Central Ave., Mpls, and status of validation of mechanics lien; telephone conference with Roger Anderson, counsel to Tom Greene, Allied Engineering, concerning mechanic's lien	.80	136.00
07/01/04	JGS	Review mechanic's lien with Bill W.; telephone conference with Roger Anderson, attorney for lien claimant, regarding dates of filing lien, costs, and amended lien; update information regarding Tom Thumb Store located at Central Ave., Minneapolis	.50	85.00
07/07/04	WPW	Conference with counsel for store 282 regarding sale of torrens property and possible amendment of court's order for sale free and clear (.3); conference with counsel for store 282 regarding local form 6004-1(d) and trustee's motion to sell free and clear (.5)	.80	256.00

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Tom Thumb Food Markets, Inc.

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August 19, 2004

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/08/04	WPW	Conference with counsel for Gulfstream regarding closing on store 282 and Erickson Oil option stores (.3); conference with counsel for Erickson Oil regarding need to amend court's order (.3); conference with Capital Bank regarding documents necessary to close on Store 282 (.3); conference with counsel for store 282 regarding timing of closing and other issues presented (.3)	1.20	384.00
07/09/04	WPW	Conference with counsel for Erickson Oil regarding closing and related order approving settlement (.3); conference with counsel for store 282 regarding local form 6004-1(d) and other issues relating to closing (.4)	.70	224.00
07/13/04	WPW	Correspondence to Judge's clerk regarding supplemental order required to record sale of store 282 (.3); conference with counsel for store 282 regarding supplemental order(.3); conference with counsel for the Pettit's regarding status of adversary proceeding and claims against the Pettit related entities (.4); conference with Trustee regarding adversary proceeding against the Pettit's (.3)	1.30	416.00
07/14/04	WPW	Conferences with counsel for store 282 regarding the amendment to order for sale free and clear (.4); review and revise amended order and stipulation (.5); conference with Capital Bank regarding closing (.3); review closing statement (.3) correspondence to counsel for store 282 regarding accrual of real estate taxes (.3)	1.80	576.00
07/15/04	WPW	Conference with trustee regarding parties to the Pettit adversary complaint and related claims (1.5); legal analysis regarding the estates claims against the guarantors (2); research owners of various Pettit related entities (1); review debtor financial statements and other accounting records and prepare fact section of adversary complaint (5)	9.50	3040.00
07/15/04	JGS	Telephone conference with David Holmen, attorney for mechanic's lien claimant, Pump and Meter, concerning status of our review of lien claims	.30	51.00
07/16/04	WPW	Prepare fact section of adversary complaint (3); review pleadings and loan documents for Gulfstream and VSB loans (1.5); begin preparation of claims section of complaint (2)	6.50	2080.00
07/16/04	NJM	Review and revise factual assertions in Complaint	1.30	416.00
07/16/04	MTB	Research possible claim against guarantor	5.30	556.50
07/18/04	WPW	Correspondence to counsel for store 282 regarding the computation of real estate taxes (.3); legal analysis of subrogation claim against guarantors (2); review and analyze claims of Pettit related entities (3); prepare claim objections for Pettit related entities (3)	8.30	2656.00

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Manty, Nauni Jo, Attorney for Trustee  
Tom Thumb Food Markets, Inc.

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August 19, 2004

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/19/04	WPW	Review and revise fact section of the complaint (3); review and revise claims against Pettit related entities (3); finalize and serve complaint (1); correspondence to counsel for Vermillion Bank regarding release of funds transferred to Bank by Erickson Oil (.3); conference with counsel for Vermillion Bank regarding Trustee's claim to transferred funds (.5); conference with counsel for store 282 regarding closing statement (.3)	8.10	2592.00
07/20/04	NJM	Telephone call with S. Meyer regarding resolution of USB claim.	.20	64.00
07/22/04	DJM	Review caselaw regarding "reasonableness" of late fee charged by VSB Bank (0.8); phone call to Steve Meier regarding same (0.4)	1.20	228.00
07/25/04	WPW	Correspondence to Judge O'Brien's calendar clerk regarding dismissal of Erickson Oil case	.30	96.00
07/26/04	DJM	Further legal research regarding "reasonableness" of late fee under 506(s) (0.2); conference with Trustee (0.1); telephone call to attorney for Vermillion Bank (0.1).	.40	76.00
07/28/04	DJM	Exchange e-mails with Steve Meyer and Nauni Manty regarding payment of late fees to VSB (0.1).	.10	19.00
07/30/04	JGS	Review invoicing information from lien claimant Pump and Meter to verify lien amounts; update status of lien claims with filing dates; update summary table of mechanic's liens; prepare draft memorandum to update Nauni J. Manty	5.30	901.00
		Total Hours	403.30	

**Current Fees**

**\$115,616.00**

**Timekeeper Summary:**

Initials	Timekeeper Name	Title	Hours	Rate	Value
TJN	Timothy J. Nolan	PARTNER	3.20	265.00	848.00
WPW	William P. Wassweiler	PARTNER	225.80	320.00	72,256.00
WPW	William P. Wassweiler	PARTNER	.00	.00	0.00
JRW	James R. Walston	PARTNER	8.10	285.00	2,308.50
NJM	Nauni Jo Manty	PARTNER	77.80	320.00	24,896.00
DJM	Daniel J. McGarry	ASSOCIATE	41.10	190.00	7,809.00
JGS	Joseph G. Sedarski	ASSOCIATE	38.00	170.00	6,460.00
SDL	Shelly D. LaFleur	LEGAL ASSISTANT	.50	140.00	70.00
KJF	Kimberley J Farries	LEGAL ASSISTANT	.60	110.00	66.00

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Manty, Nauni Jo, Attorney for Trustee  
Tom Thumb Food Markets, Inc.

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August 19, 2004

Initials	Timekeeper Name	Title	Hours	Rate	Value
CJS	Carol J. Saunders	LEGAL ASSISTANT	.10	100.00	10.00
JLE	Jamie L. Erickson	LEGAL ASSISTANT	2.80	120.00	336.00
MTB	Michael T. Berger	LAW CLERK	5.30	105.00	556.50

For Costs Advanced and Expenses Incurred:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/04	Courier Service	15.00
07/31/04	Photocopies	997.39
07/31/04	Long Distance Telephone	14.97
07/31/04	Facsimile	29.70
07/31/04	Westlaw	7,832.50
03/30/04	Parking to appear at TRO hearing.	6.00
04/22/04	Parking - attend auction and hearing on sale free and clear of liens	12.00
04/23/04	Parking for court appearance.	10.00
06/03/04	parking regarding attending hearing on motion to sell convenience store regarding Tom Thumb	4.00
04/01/04	Telephone for March and April cell phone charges - Tom Thumb.	24.15
05/06/04	Parking for court appearance.	4.00
04/14/04	Parking for court appearance.	10.00
05/28/04	Vendor:Preferred Legal Services, Inc. Delivery to Dennis M. Ryan, Esq., Mpls. Rush.	15.00
05/28/04	Vendor:Preferred Legal Services, Inc. Delivery to James W. Dierking at Winthrop & Weinstine, P. A., Mpls. Rush.	15.00
06/23/04	Vendor:Federal Express D Voth	14.13
07/30/04	Vendor:Minnesota Secretary of State Three Business Orders / Entity Details	12.00
06/11/04	Vendor:Preferred Legal Services, Inc. Rush Deliveries to Steve Meyer, Larry Richie (2), and US Bankruptcy Court April 19, 2004	69.00
05/31/04	Vendor:Minnesota Secretary of State business search	20.00
06/11/04	Vendor:Preferred Legal Services, Inc. Rush Delivery to Steve Meyer at Oppenheimer, Wolff, and Donnelly, Mpls.	15.60
06/02/04	Vendor:Federal Express Delivery to Gerald Fladeboe - Store 267 - DVoth	11.47
07/14/04	Vendor:Federal Express Delivery to Kurt Lofgren at Coldwell Banker - D Voth	11.47

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/04	Vendor:Federal Express Delivery to Gerald Fladeboe - Store 267 - DVoth	11.47
	<b>Current Expenses</b>	<b>\$9,154.85</b>
	<b>Total Amount of this Invoice</b>	<b>\$124,770.85</b>
	<b>Total Balance Due Upon Receipt</b>	<b><u>\$124,770.85</u></b>

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

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In re:

Chapter 7  
Bky. Case No. 04-31406 (DDO)

Tom Thumb Food Markets, Inc.,

Debtor.

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**UNSWORN CERTIFICATE OF SERVICE**

I, Donna M. Voth, declare under penalty of perjury that on August 20, 2004, I served copies via U.S. Mail of the following documents:

1. Notice of Hearing and Application for Allowance of Compensation by Attorney for Chapter 7 Trustee; and
2. Unworn Certificate of Service

to each entity listed below:

Michael F. McGrath  
Ravich Meyer, et al.  
80 South 8<sup>th</sup> Street, Room 4545  
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Peggy A. Lautenschlager, Attorney General  
Richard E. Braun, Asst. Attorney General  
Wisconsin Department of Justice  
Post Office Box 7857  
Madison, Wisconsin 53707-7857

Dated: August 19, 2004

/e/Donna M. Voth  
Donna M. Voth



**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF MINNESOTA**

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In re:

Tom Thumb Food Markets, Inc.,

Debtor.

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Case No. 04-31406-DDO  
Chapter 7

**ORDER ALLOWING INTERIM ALLOWANCE OF COMPENSATION**  
**BY ATTORNEY FOR CHAPTER 7 TRUSTEE**

This matter came before the Court on the Application of Rider, Bennett, LLP, for Interim Allowance of Compensation (the "Application"). Appearances were as noted in the record.

Based upon the Application,

**IT IS HEREBY ORDERED:**

1. The Application is approved in the amount of \$115,616.00 for fees and reimbursement of expenses in the amount of \$9,154.85.

2. The Trustee shall forthwith to Rider Bennett, LLP, the sum of \$124,770.85 which represent an interim award of fees and expenses.

Dated this \_\_\_\_ day of September, 2004.

BY THE COURT:

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Dennis D. O'Brien  
U.S. Bankruptcy Judge